

1067/02

SEC 1972 Potential persons who are to respond to the collection of information contained in this form (6-02) are not required to respond unless the form displays a currently valid OMB control number.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption state exemption unless such exemption is predicated on the filing of a federal notice.

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM D

NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D,
SECTION 4(6), AND/OR
UNIFORM LIMITED OFFERING EXEMPTION

	OMB APPROVAL
ON	MB Number:
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SEC	USE ON	(LY
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Name of Offering ([] check if this i Center Group, Inc. 2004 Offering		nt and name h	as changed, ar	nd indicate change	e.) Hamilton Surgery	
Filing Under (Check box(es) that apply):	[] Rule 504	[] <u>Rule 505</u>	[x] Rule 506	[] Section 4(6)	[]ULOE PROCESSED	
Type of Filing: [x] New Filing [] Amendment				JUL 27 2004	
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Enter the information requested	about the issue	er	ma_n con en ma nage and a manage and a ma		tambourge (Programme de decremonate) paga arch. A suscius y (Augustus), madrit acceptation (Augustus) (Augustus)	*****
Name of Issuer ([] check if this is Hamilton Surgery Center Group		t and name ha	is changed, an	d indicate change	3.)	
Address of Executive Offices Area Code)	(Number and S	treet, City, Sta	ate, Zip Code)	Telepho	ne Number (Including	
9700 East 146 th Street, Noblesvi	lle, Indiana 460	160		(3-	17) 621-3500	

Area Code) (if different Same as above Brief Description of But Ambulatory Surgery		
Type of Business Organization		
[] corporation	[] limited partnership, already formed	[X] other (please specify): limited liability company
[] business trust	[] limited partnership, to be formed	
Actual or Estimated Da Organization: Jurisdiction of Incorpor	ין אוסחנה ation or Organization: (Enter two-letter	D] [6] Year [9] [8] [X] Actual [] Estimated U.S. Postal Service abbreviation for State: for other foreign jurisdiction) [1][N]

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix in the notice constitutes a part of this notice and must be completed.

A. BASIC IDENTIFICATION DATA

- 2. Enter the information requested for the following:
 - Each promoter of the issuer, if the issuer has been organized within the past five years;
 - Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
 - Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
 - Each general and managing partner of partnership issuers.

Check Box(es) that Apply:	[] Promoter [] Beneficial Owner	[x] Executive Officer	[x] Director[]	General and/or Managing Partner	
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Steven A. Foley, M.							

9700 East 146th Stre	eet, Noblesville, Indiana 4606	0		
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Full Name (Last nam Stephen E. Hall, M.				
Business or Residen 9700 East 146 th Stre	ce Address (Number and Street, Noblesville, Indiana 4606	et, City, State, Zip Co 0	ode)	***************************************
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Business or Residence Address (Number and Street, City, State, Zip Code)

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						ŕ		•			*****	Yes	No
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		(Us	e blank	sheet, c	or copy	and use	additio	nal copi	es of this	s sheet,	as neces	ssary.)	-
***************************************	C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS												

^{1.} Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box \square and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.

Type of Security	Aggregate Offering Price	Amount Already Sold
Debt	\$0	\$0
Equity	\$ <u>1,820,000</u>	\$ <u>236,600</u>
[x] Common [] Preferred		
Convertible Securities (including warrants)	\$0	\$0
Partnership Interests	\$0	\$0
Other (Specify).	\$0	\$0
Total	\$ <u>1,820,000</u>	\$ 236,600
Answer also in Appendix, Column 3, if filing under ULOE.		

2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."

•	Number Investors	Aggregate Dollar Amount of Purchases
Accredited Investors	2	\$236,600
Non-accredited Investors	0	\$_0
Total (for filings under Rule 504 only)		\$236,000
Answer also in Appendix, Column 4, if filing under ULOE.		
3. If this filing is for an offering under <u>Rule 504</u> or <u>505</u> , enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1.		
Type of offering	Type of Security	Dollar Amount Sold
Rule 505		\$
Regulation A		\$
Rule 504		\$
Total		\$
4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate. Transfer Agent's Fees Printing and Engraving Costs Legal Fees Accounting Fees Engineering Fees Sales Commissions (specify finders' fees separately) Other Expenses (identify) due diligence costs and valuation analysis Total		\$ \$]\$10,000 \$ \$ \$]\$10,000
b. Enter the difference between the aggregate offering price given in respi- Question 1 and total expenses furnished in response to Part C - Question difference is the "adjusted gross proceeds to the issuer."		\$226,600
5. Indicate below the amount of the adjusted gross proceeds to the issuer or proposed to be used for each of the purposes shown. If the amount for		

5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b above.

·		Officers, Directors, & Affiliates	Others
Salaries and fees		[]\$	_ []\$
Purchase of real estate		[] \$	_ []\$
Purchase, rental or leasing and installat and equipment		[]\$	_ []\$
Construction or leasing of plant building	s and facilities	[]\$	_ []\$
Acquisition of other businesses (including securities involved in this offering that reschange for the assets or securities or pursuant to a merger)	nay be used in f another issuer	[]\$	_ []\$
Repayment of indebtedness		r 1.\$	[]\$
Working capital			_ []\$
Other (specify): <u>Dividend</u>			[]\$226,600
			_ []\$
Column Totals			
Total Payments Listed (column totals a		[]	_ [] \$ \$ <u>226,600</u> _
Total Faymonto Listou (ostaliii) totalo al		[]	<u> </u>
	D. FEDERAL SIGNATURE		
Commission, upon written request of its staff pursuant to paragraph (b)(2) of Rule 502.			ate
Issuer (Print or Type) Hamilton Surgery Center Group, Inc.	Signature Charles R. Wers		1/19/2004
Name of Signer (Print or Type)	Title of Signer (Print or Type)	James inicia de fluencamento assessada ano	idira artika, paqaan kiris arang ayayan kanan arang ayayan kanan arang ayayan kanan arang ayayan arang ayayan
Charles R. Wesley, M.D.	President		ordensis, and community states the states of
	ATTENTION		
Intentional misstatements or o	missions of fact constitute feder U.S.C. 1001.)	al criminal vio	lations. (See 18
- Портивования и под 1985 г. — под	g personnel, corp de miniment in une personnel approprietes. Provente and a miniment in the corporate of the	enaten kari mata di di di menguai da ingang mata mata di Papag da pada da indenda	
	E. STATE SIGNATURE		
1. Is any party described in 17 CFR 230.262 provisions of such rule?	presently subject to any of the disc	qualification	Yes No [] [x]
See A	ppendix, Column 5, for state respo	onse.	

- 2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on Form D (17 CFR 239,500) at such times as required by state law.
- 3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.
- 4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

Issuer (Print or Type)	Signature	Date		
Hamilton Surgery Center Group, Inc.	Charles V. Lluey	7/19/2004		
Name of Signer (Print or Type)	Title (Print or Type)	nana A. Walio da kababatan da makabatan da kababatan da kababatan da kababatan da kababatan da kababatan da ka		
Charles R. Wesley, M.D.	President			

Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

					APPENDIX	(
1	Intend to n accre invest Sta (Part B-	to sell on- dited ors in ate	Type of security and aggregate offering price offered in state (Part C-Item 1)	ate Type of investor and tate amount purchased in State				5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)	
State	Yes	No		Number of Accredited Investors	Amount	Number of Non- Accredited Investors	Amount	Yes	No
AL									
AK									
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AR									
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